

LAWN TENNIS ASSOCIATION LIMITED
(company number 07459469)

Minutes of a general meeting of Lawn Tennis Association Limited (the “Company”) held on Wednesday 26 February 2020 at 4.00 pm at The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ

1. CHAIR

David Rawlinson (LTA President) was appointed chair of the general meeting (“**Chair**”).

2. NOTICE OF MEETING

Notice of the general meeting (“**Notice**”) had been duly given in accordance with article 36 of the Company’s articles of association.

3. QUORUM

Proxies for twenty-three members of the Company were present in person at the general meeting. A record of the proxies for those members has been retained by the Company.

Accordingly, the Chair declared that the meeting was quorate (in accordance with article 38(2) of the articles of association of the Company) and so declared the meeting open.

4. BUSINESS OF THE MEETING

The resolution set out in the Notice was duly proposed and voted upon.

In accordance with the requirements of section 282 of the Companies Act 2006 (ordinary resolutions) and article 49 (alteration of the rules) of the articles of association of the Company (in terms of which approval by two-thirds of members present and entitled to vote on the resolution was required), the members of the Company RESOLVED to approve the amendments to the rules of the Company as set out (in tracked changes) in the attached appendix.

5. ANY OTHER BUSINESS

There being no further business, the Chair declared the general meeting closed.

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Chairman of the general meeting

APPENDIX

AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

27. Associates

27.1 An entity (or site, where relevant) shall become an Associate when it is registered as such by and through its National, County or Island Association or the Company (as appropriate).

27.2 For the avoidance of doubt, where an entity has headquarters, grounds or any other presence in two or more geographical areas, such entity must register through its National, County or Island Association (as appropriate) in each geographical area.

27.3 An entity (or site, where relevant) shall qualify for registration as an Associate (and be registered as an Associate) if the ~~relevant~~ National, County or Island Association or the Company (as appropriate) deems (in accordance with ~~guidelines~~ the requirements set out by the Company and as determined by the Board) that it provides ~~organised~~ tennis and/or padel tennis opportunities. Such an entity (or site, where relevant) shall include, but not be limited to:

(i) a members' or commercial tennis and/or padel tennis club;

(ii) a park-based or community-based tennis and/or padel tennis venue programme;

~~(iii) a school-based tennis and/or padel tennis programme for the community which operates out of curriculum hours;~~

~~(iv)~~ (iii) an indoor pay and play tennis and/or padel tennis centre;

~~(v)~~ (iv) a tennis academy; and/or

~~(vi)~~ (v) an educational establishment; and/or

~~(vii) a further education or higher education tennis and/or padel tennis club.~~

~~(A) it has a written constitution or a set of rules governing its operation approved, if required, by the relevant National, County or Island Association.~~

27.4 If a dispute arises as to whether an entity (or site, where relevant) qualifies to be an Associate then the President shall decide the issue and his or her decision shall be final.

28 Subscriptions for Associates

- 28.1 Subject to Rules 28.3, 28.4 and 28.5, and unless the directors and Council expressly approve or have approved a lesser amount or special arrangement on a case by case basis, the minimum annual subscription for each Associate which shall be deemed to include any taxation which may be payable thereon shall be calculated by multiplying the number of [tennis courts](#) [and padel tennis courts](#) of each surface to which the Associate has “regular access” (whether through a lease, user agreement and/or such other arrangement or understanding) by the applicable “court fee”.
- 28.2 For the purpose of Rule 28.1:
- (A) “court fee” means the annual fee per court (which may vary depending on the court surface [and/or the type of the entity or site](#)) as determined by the directors and Council; and
 - (B) “regular access” means access on an exclusive basis for at least 15 hours per week (for at least 40 weeks per year).
- 28.3 If an Associate does not have regular access, a fixed fee, to be determined annually by the directors and Council shall be payable.
- 28.4 Unless the directors and Council determines otherwise on a case by case basis, the annual subscription in respect of each year to 30 September shall be payable between 1 October and the following 28 February.
- 28.5 The annual subscription may be paid to the Company as agent and the Company will pay the proceeds to the National, County or Island Association(s) by and through which the Associate is registered.
- 28.6 The annual subscription (if any) of each Associate shall include the amount, if any, payable in respect of benefits or services provided by the Company.